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10 *Lead Counsel for Lead Plaintiff*

11  
12 UNITED STATES DISTRICT COURT  
13 NORTHERN DISTRICT CALIFORNIA

14 \_\_\_\_\_ )  
15 IN RE RACKABLE SYSTEMS, INC.) Case No. C-09-0222-CW  
16 SECURITIES LITIGATION )  
17 \_\_\_\_\_ ) CLASS ACTION  
18 THIS DOCUMENT RELATES TO: )  
19 ALL ACTIONS )  
20 \_\_\_\_\_ )  
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20 **JOINT STIPULATION AND ORDER REGARDING THE FILING  
21 OF LEAD PLAINTIFFS' SUPPLEMENTAL SECOND AMENDED COMPLAINT**

1        WHEREAS, on February 3, 2010, Lead Plaintiff Elroy Whittaker and named plaintiffs  
2 Gerald Dull and Vincent Fusco (“Plaintiffs”) filed the Second Amended Complaint for  
3 Violations of the Federal Securities Laws (“Second Amended Complaint”);

4        WHEREAS, on February 4, 2010, Lead Plaintiff Elroy Whittaker filed a motion to  
5 withdraw as Lead Plaintiff and substitute plaintiffs Gerald Dull and Vincent Fusco as the new  
6 Lead Plaintiffs;

7        WHEREAS, Defendants intend to file a motion to dismiss the Second Amended  
8 Complaint;

9        WHEREAS, on February 23, 2010, the Court entered a Stipulation and Order Regarding  
10 Scheduling Matters (*see* Docket Entry No. 52) (the “February 23 Scheduling Order”) providing  
11 (i) that Defendants shall file their motion to dismiss the Second Amended Complaint on or  
12 before April 2, 2010, (ii) that Lead Plaintiffs shall file their opposition to Defendants’ motion to  
13 dismiss within 28 days of the filing of the motion to dismiss, *i.e.*, on or before April 30, 2010,  
14 and (iii) that Defendants shall file their reply in support of the motion to dismiss within 14 days  
15 of the filing of the Lead Plaintiffs’ opposition, *i.e.*, on or before May 14, 2010;

16        WHEREAS, on March 22, 2010, the Court entered an Order Granting the Motion Of  
17 Lead Plaintiff Elroy Whittaker to Withdraw and Substitute New Lead Plaintiffs (*see* Docket  
18 Entry No. 53), whereby the Court appointed plaintiffs Gerald Dull and Vincent Fusco as lead  
19 plaintiffs in the above-captioned action, pursuant to 15 U.S.C. §78u-4(a)(3)(B);

20        WHEREAS, in light of the Court’s March 22, 2010 Order, the newly appointed Lead  
21 Plaintiffs have prepared and will, contemporaneously with the filing of this Joint Stipulation,  
22 file a Supplemental Second Amended Complaint, attached hereto as Exhibit 1, which  
23 supplements the operative complaint to give effect to the Court’s March 22, 2010, Order;

24        WHEREAS, the parties have conferred and agree that: (i) Lead Plaintiffs’ Supplemental  
25 Second Amended Complaint shall be the operative complaint in this Action (ii); Defendants  
26 will file a motion to dismiss the Supplemental Second Amended Complaint within five days of  
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1 the Court's entry of Lead Plaintiffs' Supplemental Second Amended Complaint, and Lead  
2 Plaintiffs correspondingly will be allowed five additional days, *i.e.*, 33 days, in which to file  
3 their opposition to the motion to dismiss; (iii) Defendants shall file their reply to Lead  
4 Plaintiff's opposition to the motion to dismiss within 14 days of the filing of Lead Plaintiffs'  
5 opposition; and (iv), all references to the "Second Amended Complaint" in the February 23  
6 Scheduling Order shall be deemed references to the "Supplemental Second Amended  
7 Complaint."

8 NOW, THEREFORE, the undersigned parties hereby stipulate and agree, and  
9 respectfully request that the Court enter an order, as follows:

10 1. Lead Plaintiffs' Supplemental Second Amended Complaint shall be the  
11 operative complaint in this Action.

12 2. Defendants shall file a motion to dismiss Lead Plaintiffs' Supplemental  
13 Second Amended Complaint within five days of the Court's entry of the Supplemental Second  
14 Amended Complaint.

15 3. Lead Plaintiffs shall file their opposition to Defendants' motion to  
16 dismiss the Supplemental Second Amended Complaint within 33 days of the filing of the  
17 motion to dismiss.

18 4. Defendants shall file their reply in support of their motion to dismiss  
19 within 14 days of the filing of Lead Plaintiffs' opposition to the motion to dismiss.

20 5. All references in the February 23 Scheduling Order to the "Second  
21 Amended Complaint" shall be deemed references to the "Supplemental Second Amended  
22 Complaint."

23 IT IS SO STIPULATED.

24 Dated: April 2, 2010

GLANCY BINKOW & GOLDBERG LLP

25 By: /s/ Michael Goldberg  
26 Michael Goldberg (SB#188669)  
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3 *Lead Counsel for Plaintiffs and the Class*

4 O'MELVENY & MYERS LLP  
5

6 Dated: April 2, 2010

7 By: /s/ Pete Snow  
8 Pete Snow  
Meredith N. Landy

9 *Attorneys for Defendants Rackable Systems,  
10 Inc., Thomas K. Barton and Madhu  
Ranganathan*

11 I, Michael Goldberg, am the ECF User whose ID and password are being used to file  
12 this Stipulation and [Proposed] Order Regarding the Filing and Briefing of Plaintiffs'  
13 Supplemental Second Amended Complaint. In compliance with General Order 45, X.B., I  
14 hereby attest that Meredith N. Landy has concurred in this filing.  
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16  
17 By: /s/ Michael Goldberg  
18 Michael Goldberg

19  
20 **O R D E R**

21 PURSUANT TO STIPULATION, IT IS SO ORDERED.  
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23 DATED: April 5, 2010

24   
25 The Honorable Claudia Wilken  
United States District Judge